

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisor authorised pursuant to the financial services and markets act 2000 if you are in the united kingdom or, if not, another appropriately authorised individual immediately.

If you have sold or transferred all of your ordinary shares of 1p each in SThree plc ("ordinary shares") please send this document, together with the other accompanying documents, at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

# Notice of Annual General Meeting

Monday 20 April 2020  
at 11:30am

**Registered Office**

1st Floor  
75 King William Street  
London  
EC4N 7BE

Registered in England No. 3805979

11 February 2020

Dear Shareholder

**NOTICE OF ANNUAL GENERAL MEETING**

I am pleased to inform you that our 2020 Annual General Meeting ("AGM") is to be held at 75 King William Street, London, EC4N 7BE on Monday 20 April 2020 at 11:30am. The formal notice of the AGM, particulars of the resolutions on which you can vote, and details of the administrative arrangements are set out in this circular.

If you are not able to come to the AGM in person, your vote is still important. You will recall that we previously stated that we would no longer be sending you a paper proxy but instead provide you with the means to vote electronically. I would therefore urge you to submit your vote online at [www.sthreeshares.com](http://www.sthreeshares.com) to be received by 11:30am on Thursday 16 April 2020. Submission of a proxy appointment will not prevent you from attending and voting at the AGM in person should you wish to do so. In the event that you do require a hard copy proxy form, please contact our Registrars, Link Asset Services, whose details can be found in the notes to the notice of meeting.

Your Directors believe that the proposed resolutions are in the best interests of the Company and its shareholders as a whole and unanimously recommend you to vote in favour of all the resolutions set out in the attached notice, as they intend to do in respect of their own shareholdings.

Yours sincerely



**James Bilefield**

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Chairman

This document lists the resolutions to be voted on at the Company's AGM to be held on 20 April 2020 at 11:30am.

Notice is hereby given that an Annual General Meeting of SThree plc will be held at 75 King William Street, London, EC4N 7BE on 20 April 2020 at 11:30am to consider the following resolutions:

Resolutions 15 to 17 (inclusive) will be proposed as special resolutions. All other resolutions will be proposed as ordinary resolutions.

### Ordinary resolutions

#### Resolution 1

THAT the Annual Report & Financial Statements for the financial year ended 30 November 2019, together with the Directors' report, Strategic report and Auditor's reports thereon, be received.

#### Resolution 2

THAT a final dividend of 10.2 pence per ordinary share be declared and paid on 5 June 2020, to shareholders on the register of members as at the close of business on 1 May 2020.

#### Resolution 3

THAT the Directors' Remuneration Report for the financial year ended 30 November 2019 be received and approved.

#### Resolution 4

THAT the Remuneration Policy be received and approved. This authority shall expire at the conclusion of the Company's Annual General Meeting in 2023.

#### Resolution 5

THAT Mark Dorman be re-elected as a Director of the Company.

#### Resolution 6

THAT Alex Smith be re-elected as a Director of the Company.

#### Resolution 7

THAT Anne Fahy be re-elected as a Director of the Company.

#### Resolution 8

THAT James Bilefield be re-elected as a Director of the Company.

#### Resolution 9

THAT Barrie Brien be re-elected as a Director of the Company.

#### Resolution 10

THAT Denise Collis be re-elected as a Director of the Company.

#### Resolution 11

THAT PricewaterhouseCoopers LLP be re-appointed as Auditors of the Company to hold office until the conclusion of the next General Meeting at which accounts are laid.

#### Resolution 12

THAT the Directors be authorised to determine the remuneration of the Auditors.

#### Resolution 13

THAT:

- (i) the Company and those companies which are subsidiaries of the Company at any time during the period for which this resolution has effect be and are hereby authorised for the purposes of Part 14 of the Companies Act 2006 (the "Act") during the period from the date of the passing of this resolution to the earlier of the conclusion of the Company's Annual General Meeting in 2021 or 20 July 2021:
  - (a) to make political donations to political parties, and/or independent election candidates;
  - (b) to make political donations to political organisations other than political parties; and
  - (c) to incur political expenditure, up to an aggregate amount of £50,000, and the amount authorised under each of paragraphs (a) to (c) shall also be limited to such amount;
- (ii) all existing authorisations and approvals relating to political donations or expenditure under Part 14 of the Act are hereby revoked without prejudice to any donation made or expenditure incurred prior to the date hereof pursuant to such authorisation or approval; and
- (iii) words and expressions defined for the purpose of the Act shall have the same meaning in this resolution.

#### Resolution 14

THAT, pursuant to section 551 of the Companies Act 2006, the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £442,226.42 provided that (unless previously revoked, varied or renewed) this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or on 20 July 2021 (whichever is the earlier), save that the Company may make an offer or agreement before this authority expires which would or might require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after this authority expires and the Directors may allot shares or grant such rights pursuant to any such offer or agreement as if this authority had not expired.

This authority is in substitution for all existing authorities under section 551 of the Companies Act 2006 (which, to the extent unused at the date of this resolution, are revoked with immediate effect).

**Special resolutions**

**Resolution 15**

THAT a General Meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.

**Resolution 16**

THAT, subject to the passing of resolution 14 and pursuant to sections 570 and 573 of the Companies Act 2006, the Directors be and are generally empowered to allot equity securities (within the meaning of section 560 of the Companies Act 2006) for cash pursuant to the authority granted by resolution 14 and to sell ordinary shares held by the Company as treasury shares for cash as if section 561(1) of the Companies Act 2006 did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities or sale of treasury shares:

16.1 in connection with an offer of equity securities (whether by way of a rights issue, open offer or otherwise):

16.1.1 to holders of ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them; and

16.1.2 to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange.

16.2 otherwise than pursuant to paragraph 16.1 of this resolution, up to an aggregate nominal amount of £66,400.36, and (unless previously revoked, varied or renewed) this power shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or on 20 July 2021 (whichever is the earlier), save that the Company may make an offer or agreement before this power expires which would or might require equity securities to be allotted or treasury shares to be sold for cash after this power expires and the Directors may allot equity securities or sell treasury shares for cash pursuant to any such offer or agreement as if this power had not expired.

This power is in substitution for all existing powers under sections 570 and 573 of the Companies Act 2006 (which, to the extent unused at the date of this resolution, are revoked with immediate effect).

**Resolution 17**

THAT the Company be and is hereby unconditionally and generally authorised for the purposes of Section 701 of the Companies Act 2006 to make market purchases, as defined in Section 693 of that Act, of ordinary shares and where such shares are held in treasury, the Company may use them for the purpose of its employees' share schemes or other incentive arrangements, provided that:

- (a) the maximum number of ordinary shares that may be purchased is 13,285,050
- (b) the minimum price (exclusive of expenses) which may be paid for each ordinary share is 1p;
- (c) the maximum price (exclusive of expenses) that may be paid for each ordinary share shall be no more than the higher of: (i) the amount equal to 105% of the average of the middle market quotations of the ordinary shares as derived from the London Stock Exchange Daily Official list for the five business days immediately preceding the day on which such ordinary share is contracted to be purchased; and (ii) the higher of the price of the last independent trade and the highest current bid as stipulated by Article 5(1) of Commission Regulation (EC) 22 December 2003 implementing the Market Abuse Directive as regards exemptions for buy-back programmes and stabilisation of financial instruments (No 2273/2003); and
- (d) this authority shall, unless previously varied, revoked or renewed, expire on 20 July 2021 or, if earlier, at the conclusion of the Company's Annual General Meeting in 2021, save that the Company shall be entitled under such authority to make at any time before such expiry any contract to purchase its own shares which will or might be executed wholly or partly after such expiry.

By order of the Board



**Steve Hornbuckle**

Group Company Secretary

11 February 2020

## NOTES

1. A member is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at the Annual General Meeting. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder.
2. Electronic Proxy Appointment Service – Shareholders should submit their proxy vote via [www.sthreeshares.com](http://www.sthreeshares.com). Although the company will no longer be providing a proxy form, you may request one from our Registrar Link Asset Services on 0871 664 0300, or from overseas call +44 (0) 371 664 0300 calls cost 12p per minute plus your phone company's access charge. Calls outside of the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales.
3. To be effective the instrument appointing a proxy, and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must be either (a) sent to the Company's Registrars, Link Asset Services, in accordance with the instructions on the form of proxy, so as to arrive no later than 48 hours before the time for holding the meeting or any adjournment of it or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used, or (b) lodged using the CREST Proxy Voting Service – see Note 8 below.
4. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the member who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
5. Holders of ordinary shares of 1p each in the capital of the Company ("ordinary shares") are entitled to attend and vote at General Meetings of the Company. On a vote by show of hands every member who is present has one vote. Each proxy appointed by a member has one vote on a show of hands unless the proxy is appointed by more than one member in which case the proxy has one vote for and one vote against if the proxy has been instructed by one or more members to vote for the resolution and by one or more member to vote against the resolution. On a poll vote every member who is present in person or by proxy has one vote for every ordinary share of which he is the holder.
6. As at 11 February 2020 (being the latest practicable date before the publication of this Notice) the Company's issued share capital consists of 132,850,501 ordinary shares, carrying one vote each, including any shares held in SThree's treasury account. Therefore, the total voting rights in the Company as at 11 February 2020 is 132,800,728.
7. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting (and any adjournment of the meeting) by following the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members (and those CREST members who have appointed a voting service provider) should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.
8. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with CRESTCo's specifications and must contain the information required for such instructions, as described in the CREST Manual available via web address [www.euroclear.com/site/public/EUI](http://www.euroclear.com/site/public/EUI). The message (regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by issuer's agent (ID RA10) by the latest time(s) for receipt of proxy appointments specified in Note 3 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to a proxy appointed through CREST should be communicated to him by other means.
9. CREST members (and, where applicable, their CREST sponsors or voting service providers) should note that CRESTCo does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members (and, where applicable, their CREST sponsors or voting service providers) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
10. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001.

**1. Explanatory notes**

Resolutions 1 to 14 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 15 to 17 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

**Reports and Accounts (Resolution 1)**

The Directors of the Company must present the Annual Report & Financial Statements, together with the Directors' report, Strategic report and Auditor's reports, to the AGM.

**Payment of a Final Dividend (Resolution 2)**

A final dividend can only be paid after the shareholders at a General Meeting have approved it. A final dividend of 10.2 pence per ordinary share is recommended by the Board for payment to shareholders on the register of members at the close of business on 1 May 2020. If approved, the date of payment of the final dividend will be 5 June 2020.

**Directors' Remuneration Report (Resolution 3)**

The Directors' Remuneration Report in the Annual Report and Accounts for the year ended 30 November 2019 sets out the application of the Company's policy towards, and provides details of, the Directors' remuneration, including all payments made to Directors and former Directors in the previous financial year. The statement by the Chair of the Remuneration Committee and the annual report on remuneration are required to be put to an annual advisory shareholder vote by ordinary resolution.

**Remuneration Policy (Resolution 4)**

The Directors' Remuneration Report contains the Company's forward-looking policy on Directors' remuneration, which sets out policy on future payments to Directors and former Directors. This is included along with a statement by the Chair of the Company's Remuneration Committee.

The policy section is subject to a binding shareholder vote by ordinary resolution at least every three years and was last approved at the 2017 AGM.

Once the Directors' remuneration policy has been approved, all payments by the Company to the Directors and any former Directors must be made in accordance with the policy (unless a payment has been approved by a further shareholder resolution). If the Company wishes to change the Directors' remuneration policy, it will need to put the revised policy to a shareholder vote again before it can implement the new policy. If the Directors' remuneration policy remains unchanged, the Act requires the Company to put the policy to shareholders for approval again, no later than 31 May 2023.

**Re-election of Directors (Resolutions 5 to 10)**

The Company's current Articles of Association require that all Directors retire at least every three years and that all Directors appointed by the Board (since the last Annual General Meeting) seek election at the first Annual General Meeting following their appointment. However, under the UK Corporate Governance Code, all Directors should retire annually. Accordingly, all Directors will retire and submit themselves for re-election by shareholders.

The biographies of the Directors are set out in the Annual Report & Financial Statements.

Having considered the performance of and contribution made by each of the Directors standing for re-election, the Board remains satisfied that each of the relevant Directors performs effectively and demonstrates full commitment to their individual role, including the appropriate commitment of time for Board and Committee meetings and other duties required and, as such, recommends their re-election.

**Re-appointment and Remuneration of Auditors (Resolutions 11 and 12)**

Resolutions 11 and 12 propose the re-appointment of PricewaterhouseCoopers LLP ('PwC') as auditors of the Company and authorise the Directors to set their remuneration. The Board, on the recommendation of the Audit Committee, recommends the re-election of PricewaterhouseCoopers LLP, as auditors, to hold office until the next General Meeting at which the Annual Report & Financial Statements are laid.

**Authority to make donations to EU political organisations or to incur EU political expenditure (Resolution 13)**

The Companies Act 2006 requires companies to obtain shareholders' authority for donations to registered political parties and other political organisations totalling more than £5,000 in any twelve-month period, and for any political expenditure, subject to limited exceptions. The definition of donation in this context is very wide and extends to bodies such as those concerned with policy review, law reform and the representation of the business community. It could also include special interest groups, such as those involved with the environment, which the Company and its subsidiaries might wish to support, even though these activities are not designed to support or influence support for a particular party.

It remains the policy of the Company not to make political donations or incur political expenditure, as those expressions are normally understood. However, the Directors consider that it is in the best interests of shareholders for the Company to participate in public debate and opinion forming on matters, which affect its business. To avoid inadvertent infringement of the Companies Act 2006, the Directors are seeking shareholders' authority for the Company and its UK subsidiaries to make political donations and to incur political expenditure for the period from the date of the passing of this resolution to the earlier of the conclusion of the Company's AGM in 2021 or 15 months from the conclusion of the 2020 AGM, up to a maximum aggregate amount of £50,000.

**Directors' authority to allot securities (Resolution 14)**

The Directors wish to renew the Company's authority to allot unissued shares in the share capital of the Company. The Directors have no present intention to exercise this authority, however, it is considered prudent to maintain the flexibility that this authority provides. This resolution authorises the Directors to allot shares or grant rights to subscribe for or to convert any security into shares up to an aggregate nominal value of £442,226.42 during the 15 months from the date of the resolution or, if earlier, up to the conclusion of the next Annual General Meeting of the Company in 2021. This amounts to approximately one-third of the issued ordinary share capital of the Company as at the date of the Notice of AGM.

**Authority to call a General Meeting with no less than 14 clear days' notice (Resolution 15)**

The Company's current Articles of Association include a provision enabling General Meetings other than AGMs of the Company to be called on at least 14 days' notice, the minimum notice period permitted by the Companies Act 2006.

Under the EU Shareholders' Rights Directive (the 'Directive'), the minimum notice period on which listed companies may call General Meetings is 21 days. However, companies are able to reduce this period to at least 14 days for General Meetings other than AGMs, provided that certain conditions are satisfied. One such condition is that a resolution reducing the period of notice for General Meetings other than AGMs to 14 days has been passed at the immediately preceding AGM of the company or at a General Meeting held since the immediately preceding AGM. The resolution must be passed notwithstanding that the Company's current Articles of Association permit the Company to call General Meetings other than AGMs on a notice period of at least 14 days.

The Board considers it prudent to continue to maintain the Company's flexibility to call General Meetings other than AGMs on 14 days' notice. The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole. Consequently, this resolution is proposed as a resolution which would satisfy the condition required by the Directive, as noted above.

#### **Disapplication of pre-emption rights (Resolution 16)**

Under Section 561 of the Companies Act 2006, if the Directors wish to allot any of the unissued shares or grant rights over shares or sell treasury shares for cash (other than pursuant to an employee share scheme), they must first offer them to existing shareholders in proportion to their holdings. There may be occasions, however when the Directors will need the flexibility to finance business opportunities by the issue of ordinary shares without a pre-emptive offer to existing shareholders. This cannot be done under the Companies Act 2006 unless the shareholders have first waived their pre-emption rights and that is what this resolution proposes. The authority will be limited to the issue of shares for cash up to a maximum aggregate nominal value of £66,400.36 which is equivalent to approximately 5% of the Company's issued ordinary share capital as at the date of the Notice of AGM.

Following guidance from the Pre-Emption Group's revised Statement of Principles, the Directors confirm that they will only issue shares for cash up to a maximum aggregate nominal value of £66,400.36 (which is equivalent to approximately 5% of the Company's issued share capital as at the date of the Notice of AGM) where the allotment is in connection with an acquisition or specified capital investment announced at the same time as the allotment or which has taken place in the preceding six month period and is disclosed in the announcement of the issue.

Additionally, the Directors do not intend to allot shares for cash on a non pre-emptive basis above 7.5% of the total issued ordinary share capital of the Company over a three-year rolling period for a purpose other than a specified acquisition or capital investment

If given, the authority will expire 15 months from the date of the 2020 AGM or, if earlier, at the conclusion of the next AGM of the Company in 2021. Shareholders should also note that this resolution will apply to the sale of any shares held in treasury by the Company.

#### **Authority to purchase own shares (resolution 17)**

In certain circumstances, it may be advantageous for the Company to purchase its own shares and this resolution seeks the authority from shareholders to do so. During the year the Company has only made market purchases of its ordinary shares for the EBT, whilst market purchases for cancellation will only be made if the Directors believe, in the light of market conditions prevailing at the time, that the effect of such purchases will be to increase earnings per share and are in the best interests of shareholders generally, taking into account cash resources, capital requirements and the effect of any such purchase on gearing levels. The Company and its EBT currently purchase ordinary shares in the market in order to satisfy options or awards made under the Company's Executive Share Option Scheme, Long Term Incentive Plan ('LTIP'), SThree Employee Stock Purchase Plan, Savings-Related Share Option Scheme ('SAYE'), Share Incentive Plan ('SIP'), or other similar arrangements, including to satisfy Minority Interest purchases, where the Directors also consider that this is in the best interests of the Company. Any shares purchased by the Company are currently held within the Trust or as treasury shares for the purpose of satisfying share options, awards or similar incentives, unless the Directors otherwise determine that they are to be cancelled and the number of shares in issue reduced accordingly.

Treasury shares are authorised under the Companies Act 2006, whereby companies, which acquire their own shares by way of market purchase may place them 'in treasury', rather than having to cancel them. This give the Company the ability to re-issue such shares quickly and cost effectively, providing the Company with flexibility in the management of its capital base. No dividends are paid on any shares held in treasury and no voting rights are exercisable in respect of such shares.

This resolution explicitly authorises the Company to use any shares purchased and held in treasury for the purposes of satisfying options or awards granted under the Company's Executive Share Option Scheme, LTIP, SAYE, SIP or other share-based incentive arrangements. For any shares used under approved or unapproved share plans, whose rules contain formal share capital dilution limits, the Company takes such shares into account when calculating the limits on the number of shares which may be issued under such scheme(s).

The resolution specifies the maximum number of ordinary shares that may be acquired (approximately 10% of the Company's issued ordinary share capital as at the date of the Notice of AGM) and the maximum and minimum prices at which they may be bought. The price for such purchases shall not exceed the higher of 105% of the average of the middle market quotations as derived from the London Stock Exchange Daily Official List for the five business days before each purchase, the price of the last independent trade in the shares on the London Stock Exchange at the time of the purchase and the highest current independent bid for the Company's ordinary shares on the London Stock Exchange at the time of the purchase.

If given, this authority will expire 15 months from the date of the 2020 AGM or, if earlier, at the conclusion of the AGM in 2021.

The total number of options and awards to subscribe for equity shares outstanding as at the date of this Notice of AGM is 5,873,577 shares, for which the Company holds a number of shares in Trust or as Treasury Shares. This represents 4.4% of the issued share capital at that date. If the Company bought back the maximum number of shares permitted pursuant to the passing of this resolution and cancelled them, then the total number of options and awards to subscribe for equity shares outstanding at that date would represent 4.9% of the reduced issued share capital, following the repurchases. At the date of the Notice of AGM, there are no warrants to subscribe for ordinary shares outstanding.

## **2. Documents for inspection**

Copies of the following documents will be available for inspection during normal business hours at the Company's registered office from the date of the Notice of AGM to the close of the AGM and at the place of the AGM from 15 minutes prior to its commencement until its conclusion:

- the Executive Directors' service contracts;
- letters of appointment of the Non-Executive Directors;

## **3. Entitlement to attend and vote and multiple proxies and corporate representatives**

Entitlement to attend and vote at the meeting, and the number of votes which may be cast at the meeting, will be determined by reference to the Company's register of members at 6.00pm on 16 April 2020 or, if the meeting is adjourned, 48 hours before the time fixed for the adjourned meeting (as the case may be). In each case, changes to the register of members after such time will be disregarded. The Company will also adhere to the Corporate Governance Institute guidance on multiple proxies and corporate representatives at General Meetings.

#### 4. Automatic poll voting

Each of the resolutions to be put to the meeting will be voted on by poll and not by show of hands. A poll reflects the number of voting rights exercisable by each member and so the Board considers it a more democratic method of voting. It is also in line with latest recommendations, including those made by the Shareholder Voting Working Group. Members and proxies will be asked to complete a poll card to indicate how they wish to cast their votes. These cards will be collected at the end of the meeting. The results of the poll will be published on the Company's website and notified to the UKLA Listing Authority once the votes have been counted and verified.

#### 5. Administration

For the safety and comfort of those attending the AGM, certain items will not be permitted in the meeting room. These include large bags, cameras, recording equipment and such other items as the Chairman of the AGM may specify. Cloakroom facilities will be provided.

Any member attending the meeting has the right to ask questions. The Company must answer any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered. In order to respond comprehensively, it would be helpful to have a note of the details of any proposed questions in advance, although this is not obligatory. Questions may be sent by post to the Group Company Secretary, Steve Hornbuckle at 1st Floor, 75 King William Street, London, EC4N 7BE or by email to [cosec@sthree.com](mailto:cosec@sthree.com).

#### 6. Information available on website

A copy of this notice and other information required by Section 311A of the Companies Act 2006 can be found at [www.sthree.com](http://www.sthree.com)

#### 7. Members' resolution and matters

Under Section 338 and Section 338A of the Companies Act 2006, members meeting the threshold requirements in those sections have the right to require the Company (i) to give to members of the Company entitled to receive notice of meeting, notice of any resolution which may properly be moved and is intended to be moved at the meeting and/or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than 9 March 2020, being the date six clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

#### 8. Electronic and web communications

The Companies Act 2006 enables companies to communicate with members by electronic and/or website communications. Accordingly, the Company's Articles allow communications to members in electronic form and, in addition, they permit the Company to take advantage of the provisions relating to website communications. However, before the Company can communicate with a member by means of website communication, the relevant member must be asked by the Company to agree that the Company may send or supply documents or information to him by means of a website, and the Company must either, have received a positive response, or have received no response within a period of 28 days beginning with the date on which the request was sent. The Company will notify a member (either in writing, or by other permitted means) when a relevant document or information is placed on the website and a member can always request a hard copy version of the document or information.

The Company would like to offer shareholders an electronic communication service and shareholders have the opportunity to register an email address in order to receive communications via email. The Company will now only be sending out printed copies of the Annual Report to those shareholders that have specifically requested. If any shareholder would like to receive communications from the Company via email, including notification of when a new report/Notice of Meeting, etc is available on the website, they should logon to [www.sthreshares.com](http://www.sthreshares.com) and follow the links to register an email address with the Registrar. If any shareholder requires assistance while registering an email address, they should telephone Link Asset Services on 0871 664 0300 (calls cost 12p per minute plus your phone company's access charge; lines are open 9am - 5.30pm Monday to Friday). If dialling from overseas please call +44 371 664 0300 (calls outside the United Kingdom will be charged at the applicable international rate).

#### 9. Publication of audit concerns

Shareholders should note that, under Section 527 of the Companies Act 2006 members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting for the financial year ended 30 November 2019; or (ii) any circumstances connected with an auditor of the Company appointed for the financial year ended 30 November 2019 ceasing to hold office since the previous meeting at which annual accounts and reports were laid. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 (requirements as to website availability) of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting for the relevant financial year includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.